

# **EXHIBIT F**

ORIGINAL

<b>United States Bankruptcy Court/Southern District of New York</b> Lehman Brothers Holdings Claims Processing Center c/o Epig Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		<b>PROOF OF CLAIM</b>	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administrated)	UNIQUE IDENTIFICATION NUMBER:	
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.	Case No. of Debtor 08-13555	<b>THIS SPACE IS FOR COURT USE ONLY</b>	
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)</small>			
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)  <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">                     Highland CDO Opportunity Master Fund, L.P.                      13455 Noel Road, Suite 800                      Dallas, TX 75240                      (972) 628-4100                 </div> <div style="width: 45%;">                     Scott Everett                      Haynes and Boone, LLP                      2323 Victory Ave., Suite 700                      Dallas, TX 75219                      (214) 651-5000                      scott.everett@haynesboone.com                 </div> </div>			
Telephone number:	Email Address:	<input type="checkbox"/> Check this box to indicate that this claim supersedes a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____	
Name and address where payment should be sent (if different from above)  Telephone number:	Email Address:	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: <u>\$ 10,026,061.00</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete item 6. <input type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or charges in this form or on <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> if claim is based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim:  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).  Amount entitled to priority:  \$ _____	
2. Basis for Claim: See attached Addendum (See instruction #2 on reverse side.)		FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; text-align: center;"> <b>FILED / RECEIVED</b>   <b>SEP 18 2009</b>   <b>EPIC BANKRUPTCY SOLUTIONS, LLC</b> </div>	
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 on reverse side.) Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000016838		I hereby certify that I am the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Date: <u>9/15/09</u> <i>Patrick Boyce</i>	
7. Credits: The 8. Documents: orders, invoices, etc. Attach redacted copy on reverse side. If DO NOT SEND TO SCANNING. If the documents are		I have reviewed this proof of claim, and I agree with the information contained herein. I hereby certify that I am the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Date: _____	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**Patrick Boyce**  
**CFO**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<hr/>		<b>X</b>
In re	:	
	:	
LEHMAN BROTHERS HOLDINGS, INC.	:	Case No. 08-13555
	:	
Debtor.	:	
<hr/>		<b>X</b>

**ADDENDUM TO PROOF OF CLAIM OF HIGHLAND  
CDO OPPORTUNITY MASTER FUND, L.P.**

1. On September 15, 2008, Lehman Brothers Holdings, Inc. ("**LBHI**") filed its voluntary petition for bankruptcy protection under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in the Bankruptcy Court for the Southern District of New York (the "**Court**"). Additionally, on September 15, 2008 (the "**Administration Date**"), LBHI subsidiary, Lehman Brothers International (Europe) ("**LBIE**") was placed into administration in the United Kingdom.

2. Prior to the Commencement and Administration Dates, LBIE and Highland CDO Opportunity Master Fund, L.P. ("**Highland CDO**") entered into that certain Global Master Repurchase Agreement (2000 version) dated as of May 31, 2007, and each of the Annexes related thereto and all Confirmations and Transactions thereunder, in each case, as such documents were amended and supplemented from time to time (collectively, the "**Agreement**") with LBIE.<sup>1</sup> A copy of the Agreement is attached hereto as **Exhibit A**.

3. LBIE's obligations under the Agreement are guaranteed by LBHI pursuant to that certain Unanimous Written Consent of the Executive Committee of the Board of Directors of Lehman Brothers Holdings Inc. dated as of June 9, 2005, attached hereto as **Exhibit B**.

<sup>1</sup> Capitalized terms not otherwise defined shall have the meanings given in the Agreement.

4. On September 17, 2008, Highland CDO issued the Default Notice (the "**Default Notice**") whereby Highland CDO declared an Event of Default under Paragraphs 10(a)(vi) and (b) of the Agreement. A copy of the Default Notice is attached hereto as **Exhibit C**. Through the Default Notice, Highland CDO designated September 15, 2008 as the Repurchase Date for all Transactions under the Agreement.

5. On September 26, 2008, Highland CDO provided to LBIE its Default Valuation Notice Under Global Master Repurchase Agreement (the "**Original Valuation Statement**"), as amended by that certain Amendment Default Valuation Notice Under Global Master Repurchase Agreement (together with the Original Valuation Statement, the "**Valuation Statement**"), pursuant to Paragraph 10(c)(i) of the Agreement as a result of the early designation of the Repurchase Date. A copy of the Valuation Statement and supporting documents are attached hereto as **Exhibit D**.

6. Pursuant to Paragraph 10(c) of the Agreement, the amount of \$10,026,061.00 is due and payable from LBIE as described in the Valuation Statement.

7. Highland CDO is filing this proof of claim with full reservation of rights, including the right to further amend or supplement the proof of claim at a later date.

8. Nothing provided for herein shall limit Highland CDO's rights under the Agreement.